

U. S. GOVERNMENT
SMALL BUSINESS ADMINISTRATION
THE FEDERAL BUILDING
400 NORTH 8TH STREET
RICHMOND, VIRGINIA 23240

1 5374
RECORDATION NO. _____ Filed 1425

November 3 1987

1 5374
NOV 9 1987 -4 20 PM

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RECORDATION NO. _____ Filed 1425

NOV 9 1987 -4 20 PM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Suite 2300
12th & Constitution Avenue, N. W.
Washington, D.C. 20423
Attn: Mildred Lee

INTERSTATE COMMERCE COMMISSION

1 5374
RECORDATION NO. _____ Filed 1425

Re: Documents for Recordation
SBA Loan Name: Covington-Alleghany

NOV 9 1987 -4 20 PM

Dear Ms. Lee:

INTERSTATE COMMERCE COMMISSION Washington, D. C.

I have enclosed originals, certified copies, and three additional copies of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

These documents constitute Deed of Trust, dated February 18, 1974, three (3) Security Agreements, executed February 19, 1979, and Financing Statement, dated February 18, 1974. These are primary documents. Please note that Security Agreements and Financing Statement have been endorsed by Mountain National Bank, assigning all its rights, title and interest to the Small Business Administration.

We respectfully request that these documents be cross-indexed showing secured party and its assign, namely the Mountain National Bank and Small Business Administration, respectively.

The names and addresses of the parties to these instruments are as follows:

Debtor: Jack D. Showalter and Mary F. Showalter, his wife, Individually and d/b/a Barber, Intervale & Gathright Scenic Railroad.
Westgate
Clifton Forge, Virginia 24422

Secured Creditors: The Mountain National Bank/Small Business Administration, Federal Building, 400 N. 8th Street, Richmond, Virginia 23240

A description of the equipment covered by these documents are as described in full on Exhibit A, attached to the Financing Statement.

A fee of \$50.00 is enclosed. Please return the originals and any extra copies not needed by the Commission for recordation to Sally Yates Wood, General Attorney, Small Business Administration, P.O. Box 10126, Richmond, Virginia 23240.

A short summary of the document to appear in the index follows:

Financing Statement, dated February 18, 1974, Deed of Trust, dated February 18, 1974, and Security Agreements, executed February 19, 1979 between the Mountain National Bank, and its assign, namely the Small Business Administration, as secured party, and Jack D. Showalter and Mary F. Showalter, his wife, Individually and d/b/a Barber, Intervale & Gathright Scenic Railroad, and covering two railroad motor cars, two flat railroad gondolas, six cabooses, two baggage wagons, two car movers, four car retractors, one lot tools, two lots spare parts, 6,000 broad feet Creasoted timbers, one knocked down railroad station, one electrically operated turntable, two steam locomotives, 15.6 miles of ties, stone ballast, 2,780 tons of 100 lb. rails and 758.43 tons of 90 lb. rails.

Thanking you in advance for your kind consideration.

Sincerely,

Sally Yates Wood

Sally Yates Wood
General Attorney
Small Business Administration
FTS 925-2948
(804) 771-2948

cc: John Huddle

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

11/10/87

Sally Yates Wood
General Attorney
Small Business Administration
The Federal Building
400 N. 8th Street
Richmond, VA. 23240
Dear Ms. Wood

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/9/87 at 4:30pm, and assigned recordation number(s). 15374, 15374-A, 15374-B, 15374-C & 15374-D

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

1 5374
RECORDATION NO. _____ Filed 11/9/87

NOV 9 1987 -4 30 PM
INTERSTATE COMMERCE COMMISSION

THIS DEED OF TRUST, made and entered into this the 18th day of February, 1974, by and between JACK D. SHOWALTER and MARY F. SHOWALTER, his wife, Individually and d/b/a Barber, Intervale, Gathright Scenic Railroad, parties of the first part, and WILLIAM E. CARSON, TRUSTEE, of Covington, Virginia, party of the second part.

* WITNESSETH *

That for and in consideration of the sum of FIVE DOLLARS (\$5.00), cash in hand paid to the parties of the first part by the party of the second part, and other good and valuable consideration, the receipt of which is hereby acknowledged, the said parties of the first part do hereby ASSIGN, TRANSFER and DELIVER unto the party of the second part, all machinery, equipment, fixtures, furniture and personal property of like manner now owned or to be acquired for use in the operation of the Barber, Intervale, Gathright Scenic Railroad Project, and more particularly described as follows:

North West Railroad Motor Car Serial No. M-2022
North West Railroad Motor Car Serial No. M-2024
Forty Foot Flat Railroad Gondola (1942 Macor) Serial No. 44749
Forty Foot Flat Railroad Gondola (1942 Macor) Serial No. 44751
Caboose - C&O Serial No. 90650
Caboose - C&O Serial No. 90688
Caboose - C&O Serial No. 90828
Caboose - C&O Serial No. 90840
Caboose - C&O Serial No. 90885
Caboose - C&O Serial No. 90968
2 Baggage Wagons
2 Car Movers
4 Car Retractors
1 Lot Tools
1 Lot Spare Parts for R.R. Steam Locomotive
6000 Board Feet Creasoted timbers
1 Knocked down 1882 Railroad Station
1 Electrically Operated 100 Ft. Turntable
1 Lot Spare parts for 2 R.R. Steam Locomotives
1 Steam Locomotive 4-6-2-C.P. Class G-5-D #1286
1 Steam Locomotive 4-6-2-C.P. Class G-5-D #1238
15.6 miles of Ties, Stone Ballast, 2780 Tons of 100 lb. Rails, and 758.43 tons of 90 lb. Rails

KOBEL, WATSON
CARSON & SNYDER
ATTORNEYS AT LAW
COVINGTON, VIRGINIA
CLIFTON FORGE, VIRGINIA

And all property of similar nature or characteristics now owned or hereafter acquired for use in said project.

BUT UPON THIS TRUST: To secure the payment of a certain Promissory Negotiable Note, made by Covington-Alleghany County Industrial Development Corporation, bearing even date herewith, payable to the order of The Mountain National Bank at its Office in the City of Clifton Forge, State of Virginia, or at holder's option, at such other place as may be designated from time to time by the holder, in the amount of One Hundred Eighty-Eight Thousand Eight Hundred Dollars (\$188,800.00) with interest on unpaid principal computed from the date of each advance to Covington-Alleghany County Industrial Development Corporation at the rate of ten per cent (10%) per annum on twenty-five per cent (25%) of the Loan outstanding and five and one-half per cent (5 1/2%) per annum on the remaining Seventy-five per cent (75%) of the loan outstanding, payment to be made in installments as follows:

\$1,308.00 including principal and interest, payable monthly, beginning 6 months from date thereof; and the balance of principal and interest to be paid in full twenty-five (25) years from the date thereof; with the further provision that each said installment shall be applied first to interest accrued to the date of receipt of said installment, and the balance, if any, to principal.

This deed of trust is made and shall be construed in accordance with the provisions of Sections 55-59 and 55-60 of the Code of Virginia, 1950, as amended, and in accordance with said statute, the following special provisions shall apply:

EXEMPTIONS WAIVED

SUBJECT TO ALL UPON DEFAULT

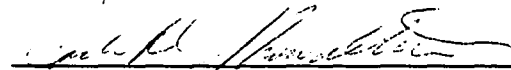
ADVERTISEMENT REQUIRED: Publication once a week for four (4) successive weeks in a newspaper published in the City of Covington, Virginia, and by such other modes of advertisement as the Trustee shall deem advisable.

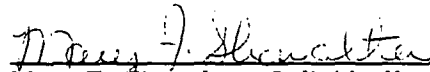
TRUSTEE'S COMMISSION: 5% of gross proceeds of sale.

KOSTEL, WATSON
CARSON & SNYDER
ATTORNEYS AT LAW
COVINGTON, VIRGINIA
CLIFTON FORGE, VIRGINIA

SUBSTITUTION OF TRUSTEE PERMITTED.

WITNESS the following signatures and seals of the parties of the first part this the day and year first above written.

 (SEAL)
Jack D. Showalter, Individually and d/b/a
Barber, Intervale, Cathright Scenic Railroad

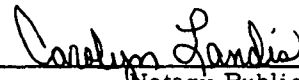
 (SEAL)
Mary F. Showalter, Individually and d/b/a
Barber, Intervale, Cathright Scenic Railroad

STATE OF VIRGINIA

CITY OF COVINGTON, to-wit:

The foregoing instrument was acknowledged before me this the 29th day of March, 1974, by Jack D. Showalter and Mary F. Showalter, his wife, Individually and d/b/a Barber, Intervale, Cathright Scenic Railroad.

My commission expires 2-26-75.


Notary Public.

KOSTEL, WATSON
CARSON & SNYDER
ATTORNEYS AT LAW
COVINGTON, VIRGINIA
CLIFTON FORGE, VIRGINIA